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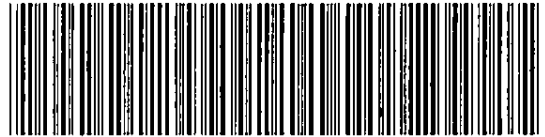
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Commissioner Russell C. Weigel, III

July 3, 2024

VIA INTEROFFICE MAIL

Timothy Burch
Senior Section Administrator
Bureau of Commercial Recording
New Filings Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Mr. Burch:

Please file the enclosed Articles of Incorporation for BankMiami, Coral Gables, Florida at your earliest convenience. The distribution of the certified copies should be as follows:

One (1) copy to:

Office of Financial Regulation
Division of Financial Institutions
200 East Gaines Street
Tallahassee, Florida 32399-0371

One (1) copy to:

Mr. John P. Greeley
Smith MacKinnon, PA
301 East Pine Street, Suite 750
Orlando, Florida 32801

Enclosed is check No. 385, totaling \$52.50, payable to the Division of Corporations. The check represents payment for the filing fee and two (2) certified copies for the attached Articles of Incorporation. If you have any questions, please do not hesitate to contact Jason Guevara at (850)410-9513.

Sincerely,

Ms. Terry L. Hughes
Bureau Chief
Division of Financial Institutions

**ARTICLES OF INCORPORATION
OF
BANKMIAMI**

The undersigned for the purpose of forming a financial institution corporation in accordance with Laws of the State of Florida adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be BankMiami and its initial place of business shall be located at 5966 South Dixie Highway, Suite 300, Miami, Miami-Dade County, Florida 33143.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be that of a general commercial banking business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of banking corporations, and such purpose shall include creating a material positive impact on society and the environment, taken as a whole, from the business and operations of the corporation.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 10,000,000. Such shares shall be of a single class and shall have a par value of \$5.00 per share. The corporation shall begin business with at least \$16,250,000 in paid-in common capital stock to be divided into 3,250,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$16,250,000.

ARTICLE IV

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE V

The number of directors shall not be fewer than five (5). The names and street addresses of the first directors of the corporation are:

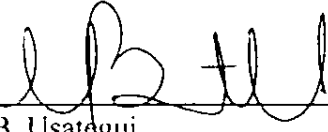
| <u>Name</u> | <u>Street Address</u> |
|------------------------|--|
| Mary B. Usategui | 1515 Sunset Drive, Suite 26, Coral Gables, FL 33143 |
| Dennis R. Curran | 10223 SW 89 Street, Miami, FL 33176 |
| Ryan L. Gorney | 33831 Via San Angelo Drive, Avon, Ohio 44011 |
| Ghislain Gouraige, Jr. | 2525 Ponce de Leon Blvd., Suite 1080, Coral Gables, FL 33134 |
| Andrew Marquardt | 530 East 86 th Street, New York, NY 10028 |
| Dr. Stanley I. Shapiro | 60 Edgewater Drive, Apt 17K, Coral Gables, FL 33133 |
| Karen M. Sharp | 345 Southpoint Drive, Summerland Key, FL 33042 |

A majority of the full board of directors may, at any time during the year following the annual meeting of shareholders, increase the number of directors of this corporation by not more than two and appoint persons to fill the resulting vacancies.

ARTICLE VI

The name and street address of the person signing these Articles of Incorporation as incorporator is Mary B. Usategui, 1515 Sunset Drive, Suite 26, Coral Gables, Miami-Dade County, Florida 33143.

In witness of the foregoing, the undersigned incorporator has executed these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets her hand and seal as of June 28, 2024.

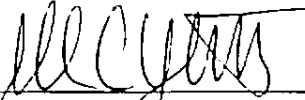


Mary B. Usategui

BankMiami

The foregoing Articles of Incorporation are APPROVED by the Office of Financial Regulation
this 3rd day of July, 2024.

Tallahassee, Leon County, Florida



Russell C. Weigel, III
Commissioner
Office of Financial Regulation